

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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|--|---|------------------------|
| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., <u>et al.</u> , ¹ |) | Case No. 01-1139 (JKF) |
| |) | Jointly Administered |
| Debtors. |) | |

EXHIBIT BOOK

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this exhibit book (the “Exhibit Book”) in conjunction with the filing of the Debtors’ chapter 11 plan and accompanying disclosure statement. The Exhibit Book includes the following documents:

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

| <u>Document Title</u> | <u>Exhibit/ Tab No.</u> |
|--|-----------------------------|
| Debtors' Plan of Reorganization | 1 |
| Glossary of Defined Terms | 2 |
| Best Interests Analysis | 3 |
| W. R. Grace & Co. and Subsidiaries, Historical, Pro Forma and Prospective Financial Information | 4 |
| Asbestos Trust Agreement | 5 |
| PI-SE Trust Distribution Procedures | 6 |
| PI-AO Trust Distribution Procedures | 7 |
| PD Trust Distribution Procedures | 8 |
| List of Non-Debtor Affiliates | 9 |
| List of Subject Asbestos Insurance Policies | 10 |
| Retained Causes of Action | 11 [To Follow] |
| Sealed Air Settlement Agreement | 12 |
| Fresenius Settlement Agreement | 13 |
| Case Management Order (CMO) | 14 [To Follow] |
| Description of Warrants | 15 [To Follow] |
| Management Stock Incentive Plan Term Sheet | 16 [To Follow] |